

ENTERED

November 24, 2021

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---|---------------------------------|---|
| In re: AGILON ENERGY HOLDINGS II LLC, et al. <p style="text-align: center;">Debtors.¹</p> | § § § § § § § | Chapter 11 Case No. 21-32156 (MI) (Jointly Administered) |
|---|---------------------------------|---|

STIPULATION AND AGREED ORDER

Agilon Energy Holdings II, LLC, Victoria Port Power LLC and Victoria City Power LLC (collectively the “**Debtors**” and “**Borrowers**”) and the Prudential Insurance Company of America, as administrative agent under the DIP Documents (as defined in the Final DIP Order) (the “**Administrative Agent**”, and collectively with the Debtors, the “**Parties**”) by and through their respective counsel or representatives, hereby enter into this Stipulation and Agreed Order:

WHEREAS, on September 21, 2021, the Court entered the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Super Priority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* (the “**Final DIP Order**”) [Docket No. 240];²

WHEREAS, the Final DIP Order contained certain milestones related to the marketing and sale(s) of substantially all of the Debtors’ assets [Final DIP Order, p.224] (the “**Milestones**”);

WHEREAS, the extension of such Milestones requires the consent of the Administrative Agent (in its sole discretion); and

WHEREAS, pursuant to discussions between the Debtors and the Administrative Agent, the Administrative Agent has agreed to extend certain Milestones to facilitate the Debtors’ marketing and sale(s) process;

IT IS THEREFORE STIPULATED, AGREED AND ORDERED THAT,

1. The following Milestones are hereby extended as set forth below:

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389), Case No. 21-32156; Victoria Port Power LLC (4894), Case No. 21-32157; and Victoria City Power LLC (4169), Case No. 21-32158. The Debtors’ mailing address is: 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

² Capitalized terms used but defined herein have the meanings given to them in the Final DIP Order.

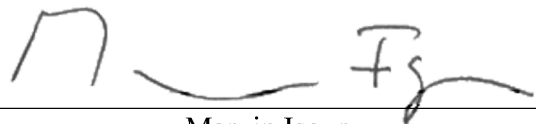
- a. On or before December 10, 2021, the Borrowers shall have filed a motion seeking entry of an order (the “**Bidding Procedures Order**”) approving the Sale Process and including the Acceptable Sale Provisions and an asset purchase agreement in form and substance acceptable to the Required Lenders;
- b. On or before January 3, 2022, the Bidding Procedures Order shall have been approved by order of the Bankruptcy Court, in form and substance acceptable to the Required Lenders;
- c. On or before February 17, 2022, an auction (to the extent necessary) for the sale of substantially all of the Borrowers’ assets shall have occurred in accordance with the requirements for the Sale Process (as defined in the Final DIP Order), including, without limitation, the Acceptable Sale Provisions (such process, the “**Auction**”); and
- d. On or before February 22, 2022, the Bankruptcy Court shall have approved the results of the Auction and an agreement or agreements for the sale of the assets (the “**Approved Sale(s)**”), which order and agreements shall be in form and substance acceptable to the Required Lenders.

2. Except as specifically amended by this Stipulation and Agreed Order, all Milestones set forth in the Final DIP Order remain in full force and effect.

3. The Parties retain all rights under the Final DIP Order.

4. This Court retains jurisdiction over any and all matters arising from the interpretation or implementation of this Stipulation and Agreed Order.

Signed: November 24, 2021


Marvin Isgur
United States Bankruptcy Judge

STIPULATED AND AGREED TO BY:

/s/ Simon R. Mayer

Elizabeth M. Guffy
Texas Bar No. 08592525
Simon R. Mayer
Texas Bar Number 24060243
LOCKE LORD LLP
600 Travis Street, Suite 2800
Houston, TX 77002
Telephone: 713-226-1200
Facsimile: 713-226-3717
Email: eguffy@lockelord.com
simon.mayer@lockelord.com

Attorneys for
Agilon Energy Holdings II, LLC

/s/ Paul D. Moak

GRAY REED & MCGRAW LLP
Paul D. Moak (TX Bar No. 00794316)
1300 Post Oak Boulevard, Suite 2000
Houston, Texas 77056
Telephone: (713) 986-7127
Facsimile: (713) 986-5966
Email: pmoak@grayreed.com

Co-Counsel to the Administrative Agent

MORGAN, LEWIS & BOCKIUS LLP
Julia Frost-Davies (pro hac vice)
One Federal Street
Boston, MA 02110
Telephone: (617) 341-7700
Facsimile: (617) 341-7701
Email: julia.frost-davies@morganlewis.com

-and-

David L. Lawton (pro hac vice)
One State Street
Hartford, CT 06103
Telephone: (860) 240-2700
Facsimile: (860) 240-2701
Email: david.lawton@morganlewis.com

Co-Counsel to the Administrative Agent

United States Bankruptcy Court
Southern District of Texas

In re:
Agilon Energy Holdings II LLC
Victoria Port Power LLC
Debtors

Case No. 21-32156-mi
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Nov 24, 2021

User: ADIuser
Form ID: pdf002

Page 1 of 3
Total Noticed: 10

The following symbols are used throughout this certificate:

| Symbol | Definition |
|--------|--|
| + | Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP. |

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 26, 2021:

| Recip ID | Recipient Name and Address |
|----------|--|
| db | + Agilon Energy Holdings II LLC, 480 Wildwood Forest Drive, Suite 475, Spring, TX 77380-4243 |
| db | + Victoria City Power LLC, 5850 San Felipe, Ste 601, Houston, TX 77057-8004 |
| db | + Victoria Port Power LLC, 5850 San Felipe, Ste 601, Houston, TX 77057-8004 |
| cr | + Berry Contracting, L.P. d/b/a Bay, Ltd., Ronald A. Simank, Schauer & Simank, P.C., 615 N. Upper Broadway, Suite 700, Corpus Christi, TX 78401-0857 |
| cr | + Castleman Power Development LLC, 24 Greenway Plaza, Suite 970, HOUSTON, TX 77046-2454 |
| cr | + J-W Power Company, Miller Mentzer Walker, P.C., 100 N. Main Street, P. O. Box 130, Palmer, TX 75152 UNITED STATES 75152-0130 |
| cr | + NAES Corporation, c/o Jameson J. Watts, Husch Blackwell LLP, 111 Congress Avenue, Suite 1400, Austin, TX 78701 UNITED STATES 78701-4093 |
| op | + Stretto, Stretto, 8269 E. 23rd Avenue, Suite 275, Denver, CO 80238-3597 |
| cr | + Tennessee Gas Pipeline Company L.L.C., c/o Law Ofc Patricia Williams Prewitt, 2456 FM 112, Taylor, TX 76574-4509 |

TOTAL: 9

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

| Recip ID | Notice Type: Email Address | Date/Time | Recipient Name and Address |
|----------|---|----------------------|--|
| cr | Email/Text: houston_bankruptcy@LGBS.com | Nov 24 2021 19:47:00 | Harris County, et al., Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064 |

TOTAL: 1

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

| Recip ID | Bypass Reason | Name and Address |
|----------|---------------|---|
| cr | | Akerman LLP |
| intp | | Electric Reliability Council of Texas, Inc. |
| cr | | Fluor Enterprises, Inc. |
| cr | | Global Project Strategy, Inc. |
| intp | | MP2 Energy, LLC |
| cr | | Official Committee of Unsecured Creditors |
| cr | | ProEnergy Services, LLC |
| intp | | Rev 1 Energy, Inc. |
| cr | | The Prudential Insurance Company of America |
| cr | | Victoria County |
| intp | | Victoria Port Power II LLC |
| cr | | Wilmington Trust, National Association |

TOTAL: 12 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities

District/off: 0541-4
Date Rcvd: Nov 24, 2021

User: ADIuser
Form ID: pdf002

Page 2 of 3
Total Noticed: 10

in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 26, 2021

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 24, 2021 at the address(es) listed below:

| Name | Email Address |
|--------------------------|--|
| Amber Michelle Carson | on behalf of Creditor The Prudential Insurance Company of America acarson@grayreed.com |
| Benjamin Lawrence Wallen | on behalf of Creditor Committee Official Committee of Unsecured Creditors bwallen@pszjlaw.com klabrada@pszjlaw.com |
| Bradford Wald Irelan | on behalf of Creditor Global Project Strategy Inc. birelan@imtexaslaw.com, dhall@imtexaslaw.com;jgarcia@imtexaslaw.com |
| Brian Thomas Bagley | on behalf of Creditor Akerman LLP brian.bagley@akerman.com diane.osterholt@akerman.com;debbie.guerrero@akerman.com |
| Craig E Power | on behalf of Interested Party MP2 Energy LLC cpower@cokinoslaw.com, mbartlett@cokinoslaw.com;eolson@cokinoslaw.com |
| David William Parham | on behalf of Creditor Akerman LLP david.parham@akerman.com cindy.ferguson@akerman.com;teresa.barrera@akerman.com |
| Deborah Michelle Perry | on behalf of Interested Party Electric Reliability Council of Texas Inc. dperry@munsch.com |
| Diane Wade Sanders | on behalf of Creditor Victoria County austin.bankruptcy@publicans.com |
| Elizabeth M Guffy | on behalf of Debtor Agilon Energy Holdings II LLC eguffy@lockelord.com eguffy@ecf.axosfs.com |
| Elizabeth M Guffy | on behalf of Debtor Victoria City Power LLC eguffy@lockelord.com eguffy@ecf.axosfs.com |
| Elizabeth M Guffy | on behalf of Debtor Victoria Port Power LLC eguffy@lockelord.com eguffy@ecf.axosfs.com |
| Eric Wade Boylan | on behalf of Debtor Agilon Energy Holdings II LLC eric.boylan@lockelord.com |
| George H Singer | on behalf of Creditor Wilmington Trust National Association singerg@ballardspahr.com |
| Jacob Michael Stephens | on behalf of Creditor Global Project Strategy Inc. jstephens@imtexaslaw.com, dhall@imtexaslaw.com |
| James Emery Rogers | on behalf of Creditor Akerman LLP james.rogers@akerman.com debbie.guerrero@akerman.com;betty.blankenship@akerman.com |
| Jameson Joseph Watts | on behalf of Creditor NAES Corporation jameson.watts@huschblackwell.com penny.keller@huschblackwell.com;jameson-watts-4163@ecf.pacerpro.com;Christine.deacon@huschblackwell.com |
| Jana Smith Whitworth | on behalf of U.S. Trustee US Trustee jana.whitworth@usdoj.gov |
| Joseph E Bain | on behalf of Creditor Fluor Enterprises Inc. JBain@joneswalker.com, kvrana@joneswalker.com;joseph-bain-8368@ecf.pacerpro.com;mellaine-salinas-0728@ecf.pacerpro.com;msalinas@joneswalker.com |
| Joseph G Epstein | |

District/off: 0541-4
Date Rcvd: Nov 24, 2021

User: ADIuser
Form ID: pdf002

Page 3 of 3
Total Noticed: 10

| | |
|----------------------------|---|
| | on behalf of Creditor Castleman Power Development LLC joe@epsteintexaslaw.com Melissa@epsteintexaslaw.com |
| Joshua W. Wolfshohl | on behalf of Debtor Agilon Energy Holdings II LLC jwolfshohl@porterhedges.com egarfias@porterhedges.com;ysanders@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com |
| Julie Ann Walker | on behalf of Creditor J-W Power Company jwalker@milmen.com ndoyle@milmen.com |
| Kevin M Lippman | on behalf of Interested Party Electric Reliability Council of Texas Inc. klippman@munsch.com |
| Maria Mulrooney Bartlett | on behalf of Interested Party MP2 Energy LLC mbartlett@cokinoslaw.com |
| Michael D Warner | on behalf of Creditor Committee Official Committee of Unsecured Creditors mwarner@pszjlaw.com klabrada@pszjlaw.com |
| Michael Shane Johnson | on behalf of Debtor Agilon Energy Holdings II LLC sjohnson@porterhedges.com emoreland@porterhedges.com;egarfias@porterhedges.com |
| Patricia Williams Prewitt | on behalf of Creditor Tennessee Gas Pipeline Company L.L.C. Patti@pprewittlaw.com pattiprewittlaw@gmail.com |
| Paul D Moak | on behalf of Creditor The Prudential Insurance Company of America pmoak@grayreed.com mhage@grayreed.com |
| Ronald A Simank | on behalf of Creditor Berry Contracting L.P. d/b/a Bay, Ltd. rsimank@cctlaw.com |
| Simon Richard Mayer | on behalf of Debtor Victoria City Power LLC simon.mayer@lockelord.com Autodocket@lockelord.com |
| Simon Richard Mayer | on behalf of Debtor Victoria Port Power LLC simon.mayer@lockelord.com Autodocket@lockelord.com |
| Simon Richard Mayer | on behalf of Debtor Agilon Energy Holdings II LLC simon.mayer@lockelord.com Autodocket@lockelord.com |
| Stephen Douglas Statham | on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov |
| Steven M. Berman | on behalf of Interested Party Rev 1 Energy Inc. sberman@shumaker.com |
| Steven William Golden | on behalf of Creditor Committee Official Committee of Unsecured Creditors sgolden@pszjlaw.com lcanty@pszjlaw.com |
| T. Josh Judd | on behalf of Creditor ProEnergy Services LLC jjudd@andrewsmyers.com, sray@andrewsmyers.com |
| Tara L Grundemeier | on behalf of Creditor Harris County et al. houston_bankruptcy@publicans.com |
| Thomas Andrew Woolley, III | on behalf of Creditor ProEnergy Services LLC rwoolley@mccloskeypllc.com, shall@mccloskeypllc.com |
| US Trustee | USTPRegion07.HU.ECF@USDOJ.GOV |
| William Alfred Wood, III | on behalf of Interested Party Victoria Port Power II LLC Trey.Wood@bracewell.com mary. Kearney@bracewell.com |
| William R Sudela | on behalf of Creditor Nexus Controls LLC f/k/a GE Energy Control Solutions LLC wsudela@cjmlaw.com |

TOTAL: 40